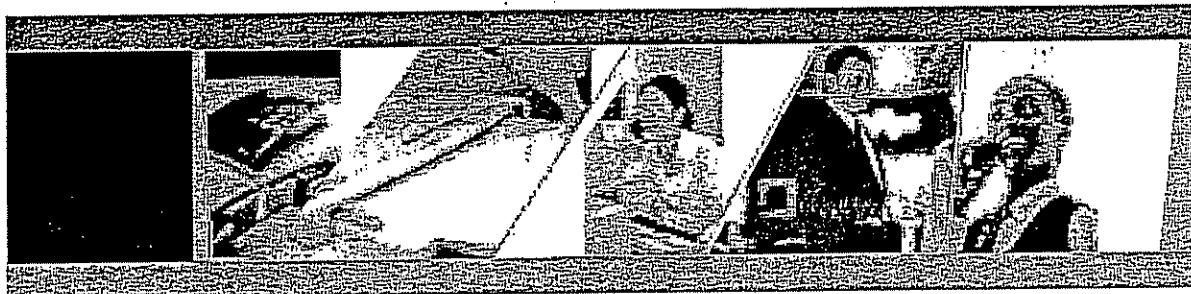


EXHIBIT F

CONFIDENTIAL

Aventis Pharmaceuticals



Business Conduct Policy

CONFIDENTIAL**Message from the Senior Management**

At Aventis Pharmaceuticals, our success is based not only on our contribution of quality products designed to treat or cure illness, but also on our reputation for being able to conduct our business according to the highest ethical standards.

Integrity is one of the Aventis Values that defines our corporate culture. The company's policy has always been to abide by the laws, regulations and guidances that apply to the pharmaceutical industry, but our commitment to *Integrity* goes far beyond merely observing the letter of the law. In all circumstances, we can take pride in knowing that we are expected to do what is right.

That's why we've developed the Business Conduct Policy. This Policy is intended to help each of us understand our responsibilities and to create awareness of some of the legal, regulatory and ethical issues we may encounter in our day-to-day business activities. It is a general statement of principles and guidelines designed to help us make decisions that reflect our high ethical standards. Making the right decisions begins with basic honesty and integrity. No policy can take the place of personal ethics and good judgment.

We all want Aventis Pharmaceuticals to be not only a leader in the pharmaceutical industry, but also a place where we are proud to work. Please study this Policy carefully. Our long-term success depends on each of us having a personal commitment to *Integrity* and always striving to do the right thing.

Richard J. Markham

Gerald P. Belle

Errol DeSouza

Daniel G. Maher

DEF00366

~~CONFIDENTIAL~~

Records Management and Internal Controls

Almost all associates will create, use, manage or control records, data and information belonging to the company during their employment with Aventis Pharmaceuticals. Consistent with our Values of *Integrity* and *Empowerment*, all associates are expected to record and maintain the company's records, data and information so that they accurately reflect the company's business activities. These records, data and information are relied upon to produce reports to management, shareholders, creditors, government entities, regulatory agencies and others.

In addition, the company is required under federal laws and regulations to establish and maintain internal controls (or systems of checks and balances) that reasonably assure that all transactions are properly authorized, executed, recorded and reported.

Although some records, data and information may be destroyed as soon as they no longer serve a business purpose, certain others must be retained over a period of time for legal, regulatory or ongoing business reasons. The company has developed the US Records and Information Management Policy to provide guidance to associates on how long business records must be retained and when they should be destroyed.

Definition

Records and data include not only information pertaining to financial and business transactions, but rather to all company activities, in whatever forms the records and data are developed and stored (e.g. written, electronic or other means). Company information includes both technical information (such as a detailed product manufacturing process) and non-technical information (for example, a customer list or organizational chart) developed by associates or acquired from third parties. Although it may not be as apparent, non-technical, as well as technical, information may be of significant value to the company. Certain information may also be protected by obligations of confidentiality and ownership rights (such as copyrights and patents).

Prohibited Actions

The following are examples of unethical (and in some cases illegal) actions with respect to company records that are strictly prohibited by company Policy:

- ◆ Using company credit cards for unauthorized purposes;
- ◆ Creating or paying false or fictitious invoices;
- ◆ Intentionally recording false or misleading account entries (such as hours worked, or expenses to be reimbursed, or samples disbursed);
- ◆ Intentionally misclassifying transactions between accounts, departments or accounting periods (e.g., charging an expense to the wrong account);
- ◆ Maintaining secret or special accounting records or funds (such as unauthorized petty cash or "slush" funds);
- ◆ Falsifying data;
- ◆ Intentionally or negligently disclosing confidential information; and
- ◆ Abusing the ownership rights of third parties.

Internal Controls

Internal controls are essential to ensure that the company's activities are performed in accordance with applicable laws, regulations and our own internal standards. Internal controls may include, for example, systems or processes to verify that invoices are valid, payments are accurate, product quality is maintained and financial records are reliable. Some of our activities, such as the reporting of adverse drug events, product sampling and financial accounting are highly regulated and require more complex systems of internal controls. If you work in

a highly regulated area, you are expected to become familiar and ensure compliance with the company's internal controls. You should talk with your manager if you have any questions about these controls.

The role of every Associate with respect to internal controls is to conduct the company's business in accordance with applicable federal, state and local laws and regulations and to properly and accurately record, maintain and report the company's business activities. In addition, you are expected to give your full cooperation to the company's internal and external auditors as requested and to provide access to all company records in your possession or control as needed.

Confidentiality

Upon employment at Aventis Pharmaceuticals and periodically thereafter all associates are required to sign an Associate Confidentiality and Cooperation Agreement as a condition of their employment. The Associate Confidentiality and Cooperation Agreement confirms that you will safeguard the confidential records, data and information entrusted to you by the company, use them only for business purposes, limit disclosure within the company on a need-to-know basis and prevent disclosure to unauthorized individuals outside the company. The obligations established in the Associate Confidentiality and Cooperation Agreement are in effect during your employment and continue after your employment with the company ends.

Expectations

You are expected to record all financial and business transactions in the proper account and in the proper accounting period. When creating records of these transactions, you must also create and maintain detailed and accurate support documentation. Familiarity and compliance with the company's accounting and reporting policies and systems of internal controls (such as the company's US Records and Information Management and Travel and Expense Policies) are required at all times.

If you work in a highly regulated area, such as Finance, Drug Innovation and Approval, Sales or Marketing, you are expected to proactively become familiar with and take all steps necessary to ensure that the company's records comply with applicable laws, regulations and company policies relating to their creation, use, retention and disposition.

Records, data and information may be shared only with properly authorized individuals and only as necessary to conduct the company's business. This restriction includes sharing (even with co-workers) of passwords and access privileges intended to protect the company's records and information.

Other References

For further information relating to company records and internal controls, refer to the following policies:

- ◆ Travel and Expense Policy
- ◆ US Records and Information Management
- ◆ Internet Acceptable Usage Policy

Questions

Answers

Q1. I work at a manufacturing site and I've been directed to make an entry on a batch record that isn't exactly accurate. I'm pretty sure this won't affect the product, but it doesn't feel right. What should I do?

A. The falsification of data and similar irregularities represent unethical activities and are strictly prohibited by the Business Conduct Policy. The company's policy on creating accurate records is

Reporting

If you believe that this Business Conduct Policy has been violated, you are required to report the violation. There are several ways in which this can be accomplished. In most cases, you should inform your manager and together you will be able to address and resolve the situation. However, if your manager is perceived as being part of your concern, then you may notify your Human Resources generalist or your next level manager by following the Issue Resolution Policy. Other ways that you can report potential violations are to:

- ◆ Use the Business Conduct Policy Question/Report Form [Note: Paper forms are available in Human Resources for those who do not have access to computers.]
- ◆ Call the US Compliance Officer; or
- ◆ Call the Compliance Helpline (1-800-648-1297).

The Compliance Helpline (a toll-free number) has been set up as a way for associates to raise questions and report possible problems under this Policy more easily. Calls can be made anonymously, although anonymous reporting does not provide a way for you to learn the outcome and may hinder the company's ability to investigate the situation if the company cannot ask for additional details. All matters raised will be investigated and treated with courtesy and discretion.

Because this Policy deals with important legal and ethical issues, your reporting responsibility is mandatory. If you become aware of a violation or potential violation of this Business Conduct Policy, you must take appropriate steps to report the matter as described above. All reporting will be treated with courtesy and discretion.

Any action that is in violation of this Policy, including a failure to report a violation, may result in appropriate disciplinary action up to and including termination.

Any reprisal or retaliation against an individual because the individual in good faith reported a violation or suspected violation is strictly forbidden and is, itself, an act subject to disciplinary action.

EXHIBIT G

BICE

**HOECHST MARION ROUSSEL, INC.
EAST REGION
JOB PERFORMANCE REVIEW**

William Byrd
Field Sales Representative

Sean Flanders
District Manager

January 97 – Dec 97
Rating Period

A. Total Performance Review

- Accomplishments/Results as measured against the Business Plan.
- Specific, performance-based feedback should be given on each of the core competencies.
- Feedback should be taken from quarterly feedback, work-with/A&R/1:1 reports, meetings, and other contacts with the associate.
- Feedback should focus on the total job performance.

B. Performance Feedback (Strengths and Opportunities)

- This feedback should be on an overall summary of the Total Performance Review.
- Feedback should consist of a general summary of performance (one or two paragraphs) accompanied by a list of the associate's strengths and areas of opportunities.

PERFORMANCE REVIEW

Needs to be performance based and driven by each of the core competencies.

- *Territory Management & Targeting/Analysis*

Bill was hired on 5/12/97. He spent a majority of 97 identifying and developing rapport with his key customers. He has a workable knowledge of DSS and he utilizes this system to identify his top customers. He has learned that his territory has four major areas of influence; New Bedford, Falmouth, Hyannis/Cape, and Plymouth. He is developing a working knowledge of the managed care influences, particularly Harvard and UHP in New Bedford. In 7 short months, Bill has done a good job in identifying the needs of his major customers, he is working towards learning his products marketplace more and how to impact his customers against the competition. In 98, I would like to see Bill prioritize his customers and then align resources towards those customers. Bill is also becoming quite comfortable in his community hospitals.

- *Interpersonal Skills*

Bill treats everyone he comes in contact with, with dignity and respect. He has already developed a reputation as being credible, reliable, and trustworthy with his customers. He is a good listener and has adapted to change very quickly. He communicates with me on a regular basis to discuss territory opportunities and changes. His previous sales experience has given him a head start on cultivating relationships with his customers. I would say this is a strength area for Bill.

- *Leadership*

Bill is a very hard worker. He maintains very high standards for himself and is professional in image and behavior. He is a very strong negotiator, seeking the win/win at times. For example getting Amaryl on formulary at the New Bedford Diabetes Clinic. His previous sales and management experience have made him a leader within a relatively young district. He has developed a comfort level with the team in a short period of time, and I would like to see him take a more active leadership role as he gets more comfortable with the pharmaceutical sales industry.

- *Selling Skills*

Bill has some very strong selling skills, based on his experience. He knows how to probe and interact with his customers. The only thing holding him back is his product knowledge and the knowledge of his competitors. As he gets better command of his products and their marketplace, Bill will be a very strong sales associate. The one area of opportunity for Bill would be to utilize his sales pieces and clinicals more to help direct his sales presentations. At times, Bill will go off on a tangent and get away from the desired call goals and possibly lose his customers train of thought. By focusing on a sales piece, and having consistent probes, Bill will stay more focused on the message he wants to get across. Bill's territory finished at 100% of CD, 94% of Amaryl, 94% of Altace and 113% of Lescol. He needs to focus on the positive UHP formulary acceptance of CD and Altace in his New Bedford area as well as to continue to develop Amaryl advocates and users.

- *Product Knowledge*

Bill is working very hard to enhance his product knowledge. He has a good understanding of all his promoted products. We are working to embellish this knowledge in the following areas; clinicals, CD renal hemodynamics, Altace post-MI/CHF, and his competition. I think with more confidence in his competition, he will be more prepared to compare and close on every call. As stated in selling skills, Bill is still able to meet needs and sell the benefits of his products based on his good selling skills. By further developing his product knowledge and their marketplace, Bill will become a very effective sales associate.

- *Planning and Organizing*

Bill is a very organized sales associate. He is timely in all his administrative duties. He keeps accurate territory records, adheres to policies and procedures, utilizes samples effectively and effectively uses territory computer and voicemail. His car has all the available resources in an organized manner within his trunk. In regards to planning, Bill has organized his territory into appropriate trip lists. He spent the majority of 97 working off of Tracey Wallace's Business Plan and he accomplished many of the initiatives in progress. The focus in 98, will be for Bill to develop and execute an effective business plan to impact his business. I will be working very closely with him to ensure an effective business plan.

- *Teamwork*

Bill is committed to the team approach from work go. He worked well with his PCP1 associate to build relationships, enhance access, and to share opportunities throughout 97. He is beginning to understand how his cross-functional teammates may help him. The ability to deploy these teammates, such as, RAMS and MIS, will help him achieve desired sales results through better advocate development. Bill is also very active participant at district meetings.

- *Personal Development*

Having previous management experience has given Bill the where-with all to know that his development is primarily in his own hands. He has already communicated to me his interests of becoming a MDA and eventually a District Manager. But he understands that he must excel at his current role of a sales associate in order to be considered for possible promotions. Bill is very open to verbal and written feedback and he takes suggestions openly and tries to incorporate them immediately.

Strengths

- Teamwork
- Organization
- Communication
- Needs-relationship selling.
- Leadership

Opportunities

- Strategic Planning
- Product Knowledge
- Territory Management

SUMMARY OF OVERALL PERFORMANCE

- General Summary (1-2 paragraphs)

Bill has jumped right into his territory full speed ahead. He has a very good knack at needs-benefit selling and rapport building. He spent much of 97, getting up to speed in the pharmaceutical industry. With further development of product knowledge and the knowledge of key influences in his territory, Bill will become a very effective and successful sales associate.

I look forward to helping Bill enhance his core competencies and meet his 98 goals of ring and maximum bonus.

My signature indicates that my supervisor has discussed this evaluation with me and that I have had the opportunity to ask any questions and make comments.

William H. Byrd

Associate's Signature

3/6/98

Date

Sean P. Flader

District Manager Signature

3/6/98

Date

CONFIDENTIAL

FIELD SALES REPRESENTATIVE MID-YEAR PERFORMANCE PLAN ASSESSMENT

Associate Name: William M. Byrd

Date: 7/6/98

Time in this Position: 14 months

Evaluation Period: 1/98 -6/98

(month/year)

(mo/yr to mo/yr)

Core Competency - PRODUCT KNOWLEDGE

- Has a thorough knowledge and understanding of the fields of therapy for all promoted products.
- Knows the MOA and hemodynamic effects of key competitors in order to effectively compare and contrast with promoted products.
- Has a thorough knowledge and understanding of clinical trials and uses appropriately as a proof sources.
- Takes initiative to learn new technical and competitive information and selling strategies.
- Presents technical information in a conversational manner.

COMMENTS	Mastery 4	High 3	Moderate x2	Basic 1	Below Basic Expectations 0
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Associate Assessment:

After careful concideration I feel my product knowledge can be improved upon, the improvement will be in the area of clinical usage along with a better understanding of multiple factors regarding produts and patient management. I will also concentrate on providing salient points of interest to my phys. My main goal is to understand the Drs. thinking and his or hers prefer treatments in managing various Health conditions.

Manager Assessment/Comments:

- Baseline Assessment Results; CD 78%, Am 58%, Alt 72%.
- Retest results; CD 98%, Am 90%, Alt 100%.
- Bill appears to misinterpret test questions, has a good general knowledge.
- Product knowledge is improving, he spends the time to enhance this.
- He will use clinicals during his sales calls.
- Knows HMR products moa's, is learning his competition.
- Opp: Increase overall knowledge of products and cp's.
- Rating: 2.0

CONFIDENTIAL**Core Competency - SELLING SKILLS**

- Incorporates Systematic Selling Dialog skills throughout all selling activities.
- Has ability to respond to cues of the customer.
- Is persistent, creative, and resourceful when approaching negotiating/selling situations.
- Is able to resolve conflict so that all parties win by using strong negotiation and problem solving skills.
- Ability to identify key decision makers.
- Achieves mutually beneficial results in strategic and business development.

COMMENTS	Mastery 4	High 3x	Moderate 2	Basic 1	Below Basic Expectations 0
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Associate

Assessment:I feel that my selling skills is my strongest attribute in creating a well rounded sales call meaning that everyone that is associated with that office is included.. I believe I'm still learning the nomenclature of various stage sickness. I try to produce a win-win solution for all concern keepin in mind that this is a continuous rapport building. EG. NBCHC amaryl and cardizem accepted on formulary.

Manager Assessment/Comments:

- Sales results ytd; CD 93%, Am 90%, Alt 86%, Alleg 131%.
- Monovial on formulary at 4/5.
- Amaryl on formulary at New Bedford Community Health Center.
- Has good core selling skills (probing, meeting customer needs, closing).
- Good ability to respond to customers cues.
- Is persistent and creative towards his selling approach.
- Utilizes problem-solving skills most of the time.
- Opp: Am > 100%, Altace UHP business/clinical message, marketing verbiage.
- Rating: 3.0

~~CONFIDENTIAL~~**Core Competency - INTERPERSONAL SKILLS**

- Treats people with dignity and respect.
- Develops reputation as being credible, reliable, and trustworthy.
- Builds rapport through cultivating relationships with people.
- Earns respect of customers, peers, and competitors, and management.
- Exhibits appropriate sensitivity to feelings of others.
- Listens effectively.
- Is flexible and adapts to company and industry changes.

COMMENTS	Mastery 4	High 3x	Moderate 2	Basic 1	Below Basic Expectations 0
----------	--------------	------------	---------------	------------	----------------------------------

Associate Assessment:

In_my_opinon_I_score_high_in_Interpersonal_Skills_and_being_able_to_develop_lasting_relationships_within_my_core_customer_base.

Manager Assessment/Comments:

- Treats all with dignity and respect.
- Is fast developing a reputation as being reliable and credible to key customers.
- Building strong rapport with key customers (Coughlin, Coakley, NB Group).
- Very good listener during call.
- Communicates with me frequently.
- Opp: Altace advocates (cardiology).
- Rating: 3.0

DEF00013

CONFIDENTIAL

Core Competency - TERRITORY MANAGEMENT

- Coordinates and utilizes resources toward fulfillment of desired objectives.
- Understands and acts upon current issues within the marketplace relative to managed care, pharmaceutical industry, and national healthcare trends.
- Possesses knowledge of the institutional influence within territory.
- Takes initiative to understand potential opportunities and changes within the marketplace.
- Builds and develops advocates.

COMMENTS	Mastery 4	High 3x	Moderate 2	Basic 1	Below Basic Expectations 0
----------	--------------	------------	---------------	------------	----------------------------------

Associate Assessment:

I have a clear understanding of my duties and responsibilities in the management of my territory. As far as understanding the current trends of our health care industry, I have taken the initiative to identify the new IPA for the cape cod portion of B1CE. This is a clear demonstration of being aware of new dynamics that can impact on our business. Also the provides the ability to be proactive in a positive manner.

Manager Assessment/Comments:

- Resources are utilized very well towards targets (Samples, Budget, M&S).
- Has learned quickly, who the key customers and influences are.
- Advocate development is good (Farad, Coakley, DeNoyers, Coughlin).
- Takes strong initiative to how managed care effects terr.
- Opp: St. Lukes Altace, UHP Altace.
- Rating: 3.0

~~CONFIDENTIAL~~**Core Competency - TARGETING/ANALYSIS**

- Able to identify targeted customers through the use of DSS.
- Knows their competition and respective products, tactics and marketing strategies.
- Balances analysis and the resulting action plans.
- Maintains TIM certification.
- Knowledge of territory performance and promoted products.
- Knowledge of computer analysis and application.
- Call Activity
- Sales Results by product

COMMENTS	Mastery 4	High 3x	Moderate 2	Basic 1	Below Basic Expectations 0
----------	--------------	------------	---------------	------------	----------------------------------

Associate Assessment:

Core_Competency_is_a_plus_in_that_I_have_utilizes_the_DSS_componet_to_help_maintain_core_CCD_business_but_also_increase_Amaryl_business,_by_being_able_to_understand_the_information_being_provided_and_being_able_to_work_with_this_system_to_obtain_analyze the_various_nuances_to_provide_a_more_precise_understanding_of_interelated_target/analysi s.

Manager Assessment/Comments:

- Call activity 8.3 calls per day.
- DSS skills have improved over last 6 months.
- Strategic plan in place with defector lists.
- Good use of programming (Snell, Coughlin talk, Coakley talk).
- Good at strategic analysis.
- Sales results improving.
- Opp: Altace sales results with UHP, polish up DSS skills.
- Rating: 3.0

DEF00015

CONFIDENTIAL**Core Competency - TEAMWORK**

- Is committed to team approach.
- Understands and participates as a member of assigned teams. Appreciates the benefits and opportunities teamwork brings to the business.
- Effectively carries out assignments/duties/responsibilities assigned as a team member.
- Demonstrates appropriate interaction across Field, Institutional, Professional Education, and Account Management teams.
- Communicates with sales associates and management.

COMMENTS	Mastery 4	High 3x	Moderate 2	Basic 1	Below Basic Expectations 0
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Associate Assessment:

Being_a_Team_member_is_essential_to_all_around_success,_I_believe_that_I_meet_each_standard_and_measurement_being_ask_of_me._I_have_no_problem_working_with_my_associates_in_fact_I_find_it_very_rewarding

Manager Assessment/Comments:

- Very committed to team approach.
- Helped Dave Thorell with life-long tough customer with Allegra.
- Coughlin program with Mike Thibault.
- Teamwork with RAM's, Mike Pace Cape IPA, Chris (Hawthorne Medical).
- Carries out all team assignments.
- Has strong peer respect.
- Opp: Ram's with integrated systems.
- Rating: 3.0

DEF00016

CONFIDENTIAL**Core Competency - PLANNING AND ORGANIZING**

- Effectively utilizes Strategic Performance Planning to establish personal development and business goals.
- Plans, organizes, and monitors activities according to priorities.
- Establishes and meets schedules, deadlines and goals.
- Administration and reporting is accurate and timely.
- Focuses selling efforts, sample distribution, and budgetary allotment accordingly.

COMMENTS	Mastery 4	High 3x	Moderate 2	Basic 1	Below Basic Expectations 0
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Associate Assessment:

My strategic planning is very good even though maintaining patience for the full development of plan to bear fruit is testing. I provide timely reports and tactics so that there is no delay for my superiors an implementing reports. I try to be as flexible, adaptable to changes require of me either by market, customers or my management. There is room for improvement in my sample distribution.

Manager Assessment/Comments:

- Strategic plan in place with defectors.
- Plans his work week very carefully, using key targets.
- Meets all administrative deadlines in a timely fashion.
- Organized sales rep (Car, territory analysis binder).
- Opp: Samples Administration (over \$1,500 dollars unexplained).
- Rating: 2.5

DEF00017

CONFIDENTIAL**Core Competency - LEADERSHIP**

- Maintains high standards for self.
- Demonstrates appropriate judgment in the face of ambiguity and change.
- Is professional in image and behavior, a role model.
- Is able to achieve results through others without line authority.

COMMENTS	Mastery 4	High 3x	Moderate 2	Basic 1	Below Basic Expectations 0
----------	--------------	------------	---------------	------------	----------------------------------

Associate Assessment:

_Yes_to_this_question_as_stated_being_able_to_adapt_and_being_flexible_is_a_key_element_for_my_professional_image._My_standards_are_high_as_well_as_my_competitiveness_to_go_beyond_of_what_is_expected_of_me.

Manager Assessment/Comments:

- Maintains high standards.
- Professional in image and behavior.
- Good meeting participation.
- Excellent role model, handles tough situations well.
- Achieve results through others.
- Opp: Leadership throughout New England, . 100% sales results.
- Rating: 3.0

Associate

Date

District Manager

Date

DEF00018

CONFIDENTIAL

HOECHST MARION ROUSSEL, INC.
EAST REGION
JOB PERFORMANCE REVIEW

William Byrd
Field Sales Representative

Sean Flanders
District Manager

1/98 - 12/98

Rating Period

A. Total Performance Review

- Accomplishments/Results as measured against the Business Plan.
- Specific, performance-based feedback should be given on each of the core competencies.
- Feedback should be taken from quarterly feedback, work-with/A&R/1:1 reports, meetings, and other contacts with the associate.
- Feedback should focus on the total job performance.

B. Performance Feedback (Strengths and Opportunities)

- This feedback should be on an overall summary of the Total Performance Review.
- Feedback should consist of a general summary of performance (one or two paragraphs) accompanied by a list of the associate's strengths and areas of opportunities.

CONFIDENTIAL PERFORMANCE REVIEW

Needs to be performance based and driven by each of the core competencies.

• ***Territory Management & Targeting/Analysis***

Bill increased his knowledge of Managed Care and Group Practice organizations within his territory in 98. He began to develop advocates (Farad, Coakley, DeNoyers, and Coughlin) and he leveraged these advocates through localized speaker programs. He utilized his resources (Opp \$, M&S, and Samples) very well. His call activity was good at 8.3 calls per day. Opportunities for Bill in 99 are to enhance his use of DSS particularly for strategic planning and to leverage the business clinical message after giving the marketing message.

• ***Interpersonal Skills***

Bill has good interpersonal skills. He's developed a good reputation as a reliable and credible associate towards his key customers. He spent 98 developing key relationships with Coakley, Coughlin, New Bedford Health and Cape Cod IPA. At times, Bill has trouble hearing his customers and he may not respond appropriately to customer cues. He should make sure he is in an appropriate hearing situation in order to not miss dialogue during his sales calls.

• ***Leadership***

Bill is professional in his image and behavior. He sets high standards for himself. He remains calm during adverse situations and responds to change very well. He was very outspoken at district meetings. Bill is aspiring to become an MDA Candidate. It will be very important to polish his SS/PK and industry knowledge before consideration. Bill has expressed interest in district meeting presentations, which should be incorporated in the 99 schedule. He has also become a resource to local managers as an associate to spend days in the field with interview candidates.

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- ***Selling Skills***

Bill finished 1998 with the following sales results: CD: 100% (94.9), Amaryl 91.6% (85.1), Altace 83.2% and Allegra 115.8%. He was 4/5 with placing Monovial on community hospital formularies. He just missed his ring with a ring index of 98.54. Bill has good core selling skills. At times, he will put the marketing message in his own words, which can confuse his customers. We spent 98 working on delivering a consistent marketing message to his customers and Bill should continue to focus on this in 99. I would like to see Bill leverage the Business/Clinical message better in 99 and I feel this will happen with his efforts and a better understanding of managed care and its influences. Another area of opportunity would be more consistent comparisons to his competitive products.

- ***Product Knowledge***

Bill began the year with a Baseline Assessment scores; CD 78%, Amaryl 58%, and Altace 72%. After re-testing he achieved greater than 90% on all tests. It appears that it takes time for Bill to fully understand all aspects of a product. I would recommend he spends extra time learning new products as they are approved. This would help him tremendously in his selling efforts. I feel Bill has a much better understanding of Amaryl and the diabetes market place. He spent extra time to enhance this throughout 98. He incorporates clinicals in his sales calls and uses them occasionally as proof sources. Bill should make sure that he is as comfortable with Allegra as he is with Amaryl for 99, with all aspect; competitive products, clinicals, and PK.

- ***Planning and Organizing***

Bill plans his work-withs very carefully, highlighting key customers to see for the day. He put together a strategic plan against defectors in all three markets. He meets all administrative deadlines in a timely fashion. Bill appears to be an organized person, but has had some problems with sample reconciliation. Also, with his knowledge of the market place now, he should be able to put together a very effective territory action plan for 99.

- ***Teamwork***

Bill works with a team approach, particularly with Dave Thorell. He set up some selling programs with Mike Thibault with Dr. Coughlin and Jodi Scholl and Dr. DesNoyers. He carries out all team assignments. For 99, he should leverage his relationships with C. List and both Hawthorn and Cape IPA to enhance sales.

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- *Personal Development*

Bill is very pro-active with his personal development. He readily asks for feedback and responds well to constructive criticism. He took the time with Dave Pearlstien to enhance his product knowledge and market-message delivery. Bill's goal is to be considered for a MDA position. As mentioned previously, it will be important for Bill to polish up on his SS/PK along with getting involved with District Meeting presentations before he is a candidate for the development center.

Strengths

- Core Selling Skills
- Teamwork
- Organization
- Leadership (Hard work)
- Interpersonal Skills
- Advocate Development

Opportunities

- Product Knowledge
- Consistent Marketing Message
- Sample Reconciliation
- Leveraging Business Message
- Overall Polish

CONFIDENTIAL

SUMMARY OF OVERALL PERFORMANCE

- General Summary (1-2 paragraphs)

Bill is a very pleasant person to work with. He is very cut and dry, when it comes down to asking what he needs to do to exceed goals. Much of 98 were spent become more comfortable with the job, competitive products, and his market place. I feel based on his hard work and commitment in 98, that 1999 could be a very strong year for Bill in many ways, particularly with sales and his development.

My signature indicates that my supervisor has discussed this evaluation with me and that I have had the opportunity to ask any questions and make comments.

Bill J. Syl
Associate's Signature

4/5/95
Date

Tom Felt
District Manager Signature

4-5-79
Date

~~CONFIDENTIAL~~

TOTAL PERFORMANCE REVIEW BUSINESS PLAN/SALES RESULTS REVIEW

Accomplishments on Preceding Year's Business Plan

- Quarterly Spirit Award Winner
- 2 Snell Program's with DesNoyers.
- Coughlin and Coakley Amaryl Speaking Programs.
- Amaryl on formulary at NBHC.
- #1 in district with Monovial and Lyoject sales.

Sales Results

- Cardizem CD 100% of quota.
- Amaryl 91.6% of quota.
- Altace 83.2% of quota.
- Allegra 115.8% of quota.
- Cardizem Monovial 4/5 Formulary acceptances.
- Ring Index: 98.54%

EXHIBIT H

From: Edmunds, Deborah PH/US
Sent: Tuesday, December 04, 2001 09:59 PM
To: Byrd, Bill PH/US
Cc: Minassian, Mailet PH/US; List, Christine PH/US
Subject: Recap of Meeting 12/4/01

Importance: High

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Bill,

Below is a recap of our two hour meeting today, as a follow-up to your final written warning. Please contact me if you have any questions or need further clarification.

Expenses:

When I asked about the expense guidelines for programs, you stated it was \$75 per person for the meal, which is correct. You also mentioned that you did not think prior approval from your manager was needed if a program was estimated to be above the guidelines. As we discussed at the October POA, and again at lunch today, it is a requirement to receive my approval on anything outside of expense guidelines.

The Regatta program was supposed to be \$100 per person, but you mentioned your PCP6 counterpart did not request any funds from you until the bill arrived on the evening of the program (which ended up being closer to \$130 per person due to the liquor bill) and that is why you did not request prior approval for being over the \$75 per person limit. Then on a voicemail you mentioned that she received approval from her AM for the \$100 so you thought that was okay for you since her manager approved it. The expectation is that all programs will be within expense guidelines, and that if it appears the bill will be above expense guidelines, then I need to be notified before the program for possible approval.

Daily Expectations:

We discussed your idea of a typical day. You said it consisted of total office calls, 8 quality calls, 2-3 pharmacy calls, 2 product messages, rapport and if appropriate a clinical message. Also, soliciting info from the doctor, delivering the correct message, provide information he doesn't know and gain information on how he is treating patients, have the message fit his treatment regimen, follow the A,B,C and gear your message towards our marketing campaign.

As I clarified for you today, a detail call is a face-to-face interaction with a licensed prescriber that not only mentions the product but a feature and benefit for the product and a marketing message. Also, the goal is 8.5 calls per day for physicians (currently you are at 7.9 YTD through the last week of November 25) and 2 pharmacy calls per day (YTD through last week you are at 1.8). You are currently using your weekly call summary to track your target and non-target calls, as well as your goal of 8.5 calls per week. You mentioned that you check the USC information on call activity approximately once per monthly.

I showed you the call notes from some of your September and October calls, and the corresponding detail activity. In several instances you have primary and/or secondary details on physicians that you admitted you did not give a feature and benefit or marketing message. When you see a doctor at the window and tell him/her you are leaving samples of a product, then that should be recorded as a note, not a detail and should be accurately recorded as such. The information you told me for your definition of a call, does not match how you are actually recording calls. For example, on September 21 with Dr Bizinkauskas your note reads "quick hello not seeing reps today", yet you recorded this as a 2 detail call for Allegra and Amaryl. We had a similar conversation about Dr Goldman on the same day where you told me that you did not detail him, yet you recorded a primary and secondary detail call. We went through approximately 10 other examples in September and October that you agreed were not details, yet you recorded them as details instead of notes. You agreed that these calls should have been notes and do not constitute a product detail.

Also, I am unable to locate call summaries for 2 weeks (September 10 - 14 and November 5 - 9). If you could check your email to see if those reports were sent, and forward the original email to me, I would appreciate it. All other call summaries have been emailed on a timely basis since September 5, 2001 when we reviewed the expectations of the final written warning. All call summaries are to be emailed to me by Sunday night following the week of activity.

Signature Information:

You told me you are in the field from 8 a.m. to 5 p.m. Monday through Friday. However, when we reviewed the samples activity spreadsheet for September and October signature reports, most calls occur within a 3 - 4 hour window around 10 a.m. to 2 p.m. You did not know why the computer is showing that information since you are in the territory all day. One explanation you had is that in some of the big offices you spend a few hours trying to see several doctors and that could account for some of it. I asked if you were recording the call notes at a separate time than the signature, but you said you usually enter the information immediately following the calls.

Examples: Sept 4: 8:30 - 1:30; Sept 10: 12:00 - 3:00; Sept 11: 11-1:00; Sept 12: 12 - 2:00; Sept 13: 11:30-2:00; Sept 20: 11- 1:00; Sept 24: 10 - 1:30, etc. This is a consistent pattern through September and October.

Lantus:

For the last 3 months the Lantus goal in your territory has been declining, and it is currently at 60% of quota, the lowest in the District (average 76%). When I mentioned the email with the top 5 Lantus physicians and their POA, 3 of the 5 POA's were not completed and there were no additional POA's in place to bring in the new Rx's. I suggested you sit down with your teammates this week to develop specific, concrete plans for your top 10 Lantus physicians to drive the business. There should be several goals attached to each physician with specific timelines for completion. Then cc: me on the final plan.

Communication:

You will need to keep me informed of the happenings in your territory and administratively. You did update me on some transmission problems you were having in November, as well as some problems with your Jordana and velo last month.

Also, you mentioned you had a Pod meeting yesterday, but that you have not met with your PCP 6 and R/E rep this past month. My expectation is that you meet monthly with each group and cc: me on the notes.

Regards,

Deb

DEF00212

EXHIBIT I

~~REDACTED~~~~CONFIDENTIAL~~**AVENTIS PHARMACEUTICALS****M e m o*******C O N F I D E N T I A L*****

To:

Date: November 12, 2003

From: Deb Edmunds

Copies: Kevin Phox
Armando Baquero

Subject: Written Warning

This is a written warning regarding your poor sales performance for the past year. You have previously been counseled regarding your selling skills and the lack of impact during your details to prescribers. This Written Warning will be placed in your personnel file. You are not eligible to apply for other positions within the company for one year from the date of this Written Warning.

Your territory was ranked last in the Region for most of 2003. As of August, sales numbers your Lantus was 68% YTD and Amaryl was 98% YTD compared to a District Average of 101% and 102% respectively. This has placed your territory last or second to last in the Region during 2003. We have had discussions about your lack of impact when delivering the product message to physicians. We have role-played scenarios during pre-call planning, however, you rarely implement the plan with the physicians. Also, rapport with many of your physicians and office staff is not readily apparent in my observations. Many offices do not know you by name and you do not have a solid rapport with many key office staff (ex: New Bedford clinic; Dr Bogusky's office; Dr. Aghai) Contributing to this is your call average through November 1, 2003, which is the lowest in the District at only 7.03 calls per day. Also, your calls on targets are only 5.99 per day vs. the District average of 6.36.

The above behaviors require your immediate attention. Following are my expectations of you in order to remedy these concerns:

- *Call activity: See a minimum of 8 physicians per day and 2 pharmacy calls per day*
- *Be in your territory from 8:00 a.m. to 5:00 p.m. Monday through Friday*
- *Provide me with weekly status reports on your call activity, including doctors you detailed each day and their target level (G,S,B,E)*
- *Transmit weekly call notes no later than 5:00 p.m. on Fridays*

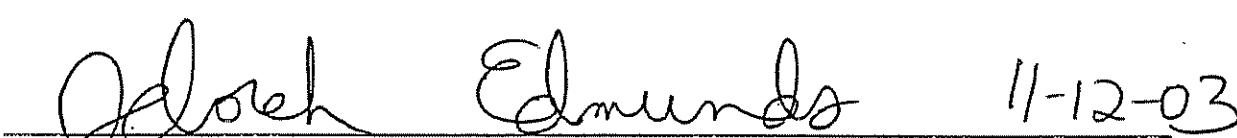
~~REDACTED~~~~CONFIDENTIAL~~

- Check voicemail in the morning and early evening. Respond to voicemails within 24 hours
- Total Office Call: Have all pertinent office personnel's names in your Tim Jr. (receptionist, nurses, PA, NP, CDE, etc.) so you can call them by name and establish a stronger relationship with them.
- Selling skills: Talk with passion and inflection in your voice. Deliver a smooth and clear message for each product during your calls with a succinct comparison to the competitive drugs. Ex: on September 5th, your call to Dr Gonzalez did not follow the pre-call plan and there was no comparison to NPH. It was a very general message with features, but no benefits.

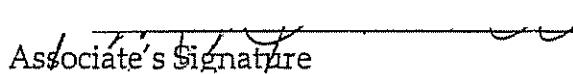
It is imperative that you meet these expectations and that you achieve and maintain a satisfactory level of performance and behavior in all respects, to avoid any further disciplinary action. As your manager, I am committed to helping you address these concerns. However, you must take responsibility for substantially improving and sustaining your performance. I will meet with you weekly over the next several weeks to review your progress, answer/discuss any questions and help you with any barriers to successful completion of your tasks and objectives. If you feel it would be beneficial, you can use our Employee Assistance Program, EASE, at 1-800-FOR-EASE. Furthermore, if you feel you have been treated unfairly in receiving this Written Warning, you may use the Issue Resolution Process by contacting Kevin Phox or Armando Baquero.

The Performance Improvement Policy and Issue Resolution Policy can be found on the Aventis InPharma US Intranet under Human Resources Policies.

Please carefully review the expectations outlined in this Written Warning. It is imperative that you meet these expectations and avoid any other unacceptable performance or behaviors to avoid further disciplinary action, up to and including termination of employment.


 Manager's Name Date

I have read and understand the above Written Warning.


 Associate's Signature Date

11-12-03
Date

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		S E P T E M B E R			
8-Sep	Mon	10:47	2:22	4:12	
9-Sep	Tues	11:02	1:54	4:11	
10-Sep	Wed	11:02	2:12	4:15	
11-Sep	Thurs	10:13	11:02	4:40	
12-Sep	Fri	11:23	2:14	2:49	
15-Sep	Mon	10:51	1:16	2:57	
16-Sep	Tues	12:05	2:24	4:09	
17-Sep	Wed	11:48	11:48	4:16	
18-Sep	Thurs	10:33	1:53	4:03	
19-Sep	Fri	11:02	11:39	4:44	
22-Sep	Mon	11:11	1:43	4:50	
23-Sep	Tues	10:27	3:02	4:56	
24-Sep	Wed	11:36	11:51	4:54	
26-Sep	Fri*	9:42	2:15	3:11	
29-Sep	Mon	1:36	2:22	3:56	
30-Sep	Tues	10:25	1:43	5:20	
O C T O B E R					
1-Oct	Wed	none	none		
2-Oct	Thur	11:12	11:12		
6-Oct	Mon	11:23	2:04		
7-Oct	Tues	9:50	2:32		
8-Oct	Wed	10:36	10:46		
13-Oct	Mon	10:16	10:16		
14-Oct	Tues	11:49	11:49		
15-Oct	Wed	1:27	3:40		
16-Oct	Thur	10:11	1:54		
17-Oct	Fri	11:07	2:40		
21-Oct	Tues	11:53	2:05	4:18	
22-Oct	Wed	12:03	3:37	4:16	* Sept 25: Sick
23-Oct	Thur	10:02	2:22	3:09	Oct 3, 10: Vacation
24-Oct	Fri	11:00	12:13	3:57	Oct 9: POA Oct 20:???????

Indicates first calls after 9:30 a.m.

Indicates first calls after almost 10:00 a.m.
Indicates first calls after almost 11:00 a.m.Indicates last call before 4:00
Indicates last call before 3:30

* Sept 25: Sick
Oct 3, 10: Vacation
Oct 9: POA
Oct 20:???????

DEF01447